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210 N. Park Ave.
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November 8, 2001
Overnight

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Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
The Portals
445 - 12th Street, S.W.
12th Street Lobby, TW-A-325
Washington, D.C. 20554
Attention: International Bureau

01-327

Re: Application of **Incomnet Communications Corporation** for authority to
Transfer Control pursuant to Section 214 of the Communications Act of 1934,
as amended

Dear Secretary:


Enclosed for filing are the original and six (6) copies of the above-referenced application of Incomnet Communications Corporation. Also enclosed is a check in the amount of \$815.00 to cover the filing fee.

In accordance with Section 61.20(b) of the Commission's Rules, this original letter, FCC Remittance Form and the appropriate fee were sent via overnight delivery on this date to the FCC in care of the Mellon Bank of Pittsburgh, PA. And in accordance with Section 61.20(c) of the Commission's Rules, copies of this letter and the Petition were also sent this date via overnight delivery to the Chief-Tariff Review Branch and the FCC Contractor.

November 8, 2001
Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
Page 2 of 2

Please acknowledge receipt of this filing by date stamping one copy of this cover letter and returning it in the enclosed, self-addressed, stamped envelope provided. Thank you for your attention in this matter. Questions regarding this filing should be directed to my attention at (407) 740-8575 or via email at mbyrnes@tminc.com.

Sincerely,

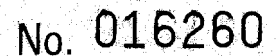

Monique Byrnes
Consultant to
Incomnet Communications Corporation

cc: B. Snyder - Incomnet
Chief, Tariff Review Branch
FCC Contractor, Qualex
Mellon Bank
file: Incomnet - FCC International
tms: fcx0100


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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Incomnet Communications Corporation)
Application for Authority to Transfer)
Control pursuant to Section 214 of the)
Communications Act of 1934, as amended)

CC 01-327
File No. _____

REQUEST FOR TRANSFER OF CONTROL

Incomnet Communications Corporation hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. Section 63.18, for approval of a transfer of control stock transaction between Incomnet Communications Corporation ("ICC" or "Applicant"), Incomnet, Inc. ("Incomnet" or "Parent"), a California corporation of which ICC is a wholly-owned subsidiary and Ironwood Telecom LLC ("Ironwood"). As a result of this transaction, Ironwood only obtained stock ownership of ICC. ICC continues to operate as a separate entity and continues to provide international telecommunications services under the name of Incomnet Communications Corporation.

ICC is a Company organized under the laws of the state of Delaware. The Company previously obtained authority in 1995 (ITC No. 95-093) to resell the telecommunications facilities of other common carriers and is not a facilities-based carrier. International telecommunications services are obtained by ICC from other common carriers who are currently authorized by the Commission to provide international service.

ICC, together with Incomnet, entered into an agreement for the reorganization and transfer of control of ICC to Ironwood under terms of the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan"). The Order confirming and implementing the Plan was issued by the U.S. Bankruptcy Court on May 9, 2000 for effect on May 22, 2000.

Upon implementation of the Plan, Incomnet ceased doing business and its assets were liquidated. Ironwood has, under terms of the Plan, only obtained controlling stock ownership of ICC. The Company did not merge with Ironwood, but continues to function as the operating entity.

In support of ICC's request for authority to transfer control, the following information is submitted pursuant to Section 63.18 of the Commission Rules, 47 C.F.R. Section 63.18.

- (a) The name, address and telephone number of the Applicant:

Stephen A. Garcia
Vice President / Chief Financial Officer
Incomnet Communications Corporation
2801 Main Street
Irvine, California 92614
Telephone: 949-224-7279
Facsimile: 949-224-7751

- (b) ICC is a corporation organized under the laws of the State of Delaware. Ironwood is a corporation organized under the laws of the State of Colorado.

- (c) Correspondence concerning this application should be sent to:

Monique Byrnes
Consultant to Incomnet Communications Corporation
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
Telephone: 407-740-8575
Facsimile: 407-740-0613

- or -

Company Contact: Stephen Garcia
Vice President / Chief Financial Officer
Incomnet Communications Corporation
2801 Main Street
Irvine, California 92614
Telephone: 949-224-7279
Facsimile: 949-224-7751

- (d) ICC has previous authority under Section 214, ITC 95-093. Ironwood does not have authority under Section 214.
- (e) ICC requests Section 214 Authority to transfer control of the Company while retaining continuing authority to operate as a resale carrier pursuant to the terms and conditions of Section 63.18(e)(2).
- (f) See (e) above.
- (g) ICC does not now have and does not seek facilities-based authority under Section 63.18(e)(6).

- (h) ICC certifies that neither ICC or Ironwood is a foreign carrier nor is either entity affiliated with any foreign carrier. Applicant further certifies that neither ICC or Ironwood has an affiliation with any U.S. Carriers whose facilities-based services ICC resells or proposes to resell. Effective with the closing of the transaction between Ironwood and ICC, Ironwood Telecom LLC held 92% of the stock of ICC. The shareholders of Ironwood who hold a 10% or greater share of Ironwood are as follows:

<u>Name/Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Donald V. Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
Karen Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
Matthew D. Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
McKenna L. Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
Richard Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
Merryl A. (Berlanti) Humphries 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments
Todd A. Berlanti 555 Zang St., Suite 300 Lakewood, CO 80228	USA	Investments

- (i) ICC certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which the applicant may serve and will not enter into such agreements in the future.
- (j) The Applicant certifies that neither ICC nor any party to this application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a.

Conclusion

As demonstrated in this application, Ironwood Telecom, LLC is legally qualified to own controlling interest in Incomnet Communications Corporation. For the reasons stated above, the Applicant submits that the public interest, convenience and necessity would be furthered by a grant of this Section 214 request for transfer of control.

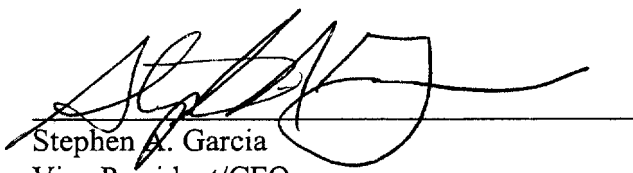
Dated this 5th day of November 2001.


Stephen A. Garcia
Vice President/CFO
Incomnet Communications Corporation

Monique Byrnes
Consultant to Incomnet Communications Corporation
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, Florida 32790-0200
Telephone: (407) 740-8575
Facsimile: (407) 740-0613

CERTIFICATION

I hereby certify that Incomnet Communications Corporation and Ironwood Telecom LLC are not affiliated with any foreign carrier. Incomnet Communications Corporation and Ironwood Telecom LLC are not affiliated with any facilities-based carrier whose services it intends to resell. To the best of my knowledge and belief, all of the statements made in this application are true and correct.

A handwritten signature in black ink, appearing to read 'Stephen A. Garcia', is written over a horizontal line.

Stephen A. Garcia

Vice President/CFO

Incomnet Communications Corporation

2801 Main Street

Irvine, California 92614

Telephone: 949-224-7279

Facsimile: 949-224-7751

Dated: November 5, 2001